



BURLINGTON NORTHERN RAILROAD

LAW DEPARTMENT

3800 Continental Plaza
777 Main Street
Ft. Worth, Texas 76102

RECORDATION NO. 6893 A
FILED 1423

(817) 878-2385
Docket No. F 71420

FEDERAL EXPRESS

JUN 20 1989 -11 05 AM

INTERSTATE COMMERCE COMMISSION

June 19, 1989

Ms. Mildred Lee, Recordations
Interstate Commerce Commission
Room 2303
12th and Constitution Ave., N.W.
Washington, D.C. 20423

9-171A037

Re: Document for Recordation: Bill of Sale and Release of
Security Interest to St. Louis-San Francisco Railway
Company (now Burlington Northern Railroad Company)
Conditional Sale Agreement (No. 83), and Related Agree-
ment and Assignment

Dear Ms. Lee:

I am enclosing six counterparts of the document described
below to be recorded pursuant to Section 11303, Title 49 of
the United States Code.

The document to be recorded, a secondary document, is a
Bill of Sale and Release of Security Interest, dated June 6,
1989, by which all right, title and interest in and to the
existing equipment covered by the St. Louis-San Francisco
Railway Company (now Burlington Northern Railroad Company)
Conditional Sale Agreement (No. 83), dated as of December 1,
1972, is conveyed to Burlington Northern Railroad Company.

The Conditional Sale Agreement and related Agreement and
Assignment, the primary document to which the Bill of Sale
and Release of Security Interest is connected, was recorded
as one document with the Interstate Commerce Commission on
February 7, 1973, and assigned Recordation No. 6893.

The names and addresses of the parties to the transaction
are:

Agent: The Boatmen's National Bank of St. Louis
100 North Broadway
St. Louis, Missouri 63102

Ms. Mildred Lee
June 19, 1989
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Owner: Burlington Northern Railroad Company
3800 Continental Plaza
777 Main Street
Fort Worth, Texas 76102

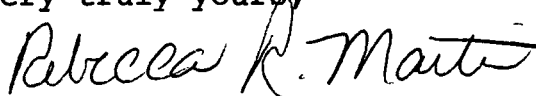
A general description of the equipment covered by the enclosed Bill of Sale and Release of Security Interest is shown on Exhibit B of said document.

A fee of \$13.00 is enclosed for recording the Bill of Sale and Release of Security Interest. Please return the original and any extra copies not needed by the Commission for recordation to the undersigned.

A short summary of the document to appear in the index follows:

Bill of Sale and Release of Security Interest, dated June 6, 1989, to the St. Louis-San Francisco Railway Company (now Burlington Northern Railroad Company) Conditional Sale Agreement (No. 83) (ICC Recordation No. 6893, February 7, 1973), conveying the equipment described on Exhibit B of said document.

Very truly yours,



Rebecca R. Martin
Legal Assistant

RRM/ab,39
Enclosures

VERIFICATION


RECORDATION 110 689-3-14 FILED 1433

JUN 20 1989 -11 05 AM


INTERSTATE COMMERCE COMMISSION

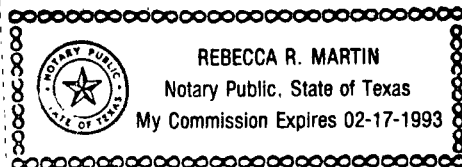
THE STATE OF TEXAS (
 (
 COUNTY OF TARRANT (SS.

Francis T. Kelly, SEC Counsel, Burlington Northern Railroad Company, being duly sworn, deposes and states that he has compared the attached copy with the original document and has found the copy to be complete and identical in all respects to the original document.


Francis T. Kelly

Subscribed and sworn to before me
this 19th day of June, 1989.


Notary Public in and for the
State of Texas



RECORDATION NO. 6893-A FILED 1443
JUN 20 1989 - 11 05 AM
Executed in 8 Counterparts
of which this is No. 2
INTERSTATE COMMERCE COMMISSION

BILL OF SALE AND RELEASE OF SECURITY INTEREST

WHEREAS, General Motors Corporation (Electro-Motive Division) (the "Builder"), and St. Louis-San Francisco Railway Company, now by merger Burlington Northern Railroad Company (the "Railroad"), have entered into a Conditional Sale Agreement (No. 82) dated as of December 1, 1972, (the "Agreement"), covering the railroad equipment described in Exhibit A hereto (the "Equipment"), and all right, title and interest of the Builder in and to the Agreement was assigned to The Boatmen's National Bank of St. Louis (the "Agent") pursuant to an Agreement and Assignment dated as of December 1, 1972, between the Builder and the Agent; and said Agreement and Assignment was filed on February 7, 1973, as one document with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act and assigned Recordation No. 6892; and

WHEREAS, Paccar Inc. (the "Builder"), and St. Louis-San Francisco Railway Company, now by merger Burlington Northern Railroad Company (the "Railroad"), have entered into a Conditional Sale Agreement (No. 83) dated as of December 1, 1972, (the "Agreement"), covering the railroad equipment described in Exhibit B hereto (the "Equipment"), and all right, title and interest of the Builder in and to the Agreement was assigned to The Boatmen's National Bank of St. Louis (the "Agent") pursuant

to an Agreement and Assignment dated as of December 1, 1972, between the Builder and the Agent; and said Agreement and Assignment was filed on February 7, 1973, as one document with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act and assigned Recordation No. 6893; and

WHEREAS, the Agent has been paid the full indebtedness in respect of the purchase price of the Equipment, together with interest and all other payments as provided in the Agreements and the Railroad has performed all obligations therein contained.

NOW, THEREFORE, the Agent, in accordance with the provisions of the Agreements, does hereby (a) acknowledge that the Agreements have been satisfied in full; (b) sell, assign, convey, and transfer to the Railroad all its right, title, and property interest in the Equipment described in Exhibits A and B; and (c) release any security interest it may have had in the Equipment described in Exhibits A and B, to the effect that such Equipment shall be transferred to Railroad free and clear of all liens, charges, claims, security interests, and encumbrances, of any person whatsoever, created or retained by the Agreements.

This Bill of Sale and Release of Security Interest is simultaneously executed in several counterparts, each of which so executed is deemed to be an original, and such counterparts together constitute but one and the same instrument.

IN WITNESS WHEREOF, The Boatmen's National Bank of St. Louis, as Agent as aforesaid, has caused its corporate name to be

hereunto subscribed and its corporate seal to be duly affixed and
attested by its officers thereunto duly authorized this 6th day
of June, 1989.

THE BOATMEN'S NATIONAL BANK OF
ST. LOUIS

By: *H. C. Bradford*
Vice President

ATTEST:

Melissa Reynolds
Assistant Trust Officer

STATE OF MISSOURI)
) ss.
COUNTY OF ST. LOUIS)

On this 6th day of June, 1989, before me personally appeared H. E. Bradford, to me personally known, who, being by me duly sworn, says that he/she is a Vice President of The Boatmen's National Bank of St. Louis, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Joy Marie Lincoln
Notary Public

My Commission Expires:
October 16, 1990

JOY MARIE LINCOLN
NOTARY PUBLIC - STATE OF MISSOURI
ST. LOUIS COUNTY
MY COMMISSION EXPIRES OCT. 16, 1990

<u>No. of Units</u>	<u>Description</u>	<u>SLSF Nos.</u>
8	Diesel Electric Locomotives (GP-38-2)	692-699 (BN 2362-2369)
9	Diesel Electric Locomotives (GP-38-2)	683-691 (BN 2353-2361)
8	Diesel Electric Locomotives (SW-1500)	353-360 (BN 58-65)

<u>No. of Units</u>	<u>Description</u>	<u>SLSF Nos.</u>
91	70-Ton Insulated Boxcars	700000-700002, 700003 (BN 732603), 700004-700006, 700007 (BN 732607), 700008-700012, 700013 (BN 732613), 700014-700016, 700017 (BN 732617), 700019-700025, 700026 (BN 732626), 700029, 700030, 700031 (BN 732631), 700033-700037, 700038 (BN 332638), 700039, 700040, 700041 (BN 732641), 700043-700050, 700051 (BN 732651), 700052-700054, 700055 (BN 732655), 700056-700069, 700070 (BN 732670), 700072-700074, 700075 (BN 732675), 700076-700078, 700079 (BN 732679), 700080-700082, 700083 (BN 332683), 700084, 700085, 700087, 700089 (BN 732689), 700090, 700092, 700093 (BN 732693), 700094-700099